



FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisitions of Shares of a Bank or Bank Holding Company

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire shares of a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than May 20, 2013.

A. Federal Reserve Bank of Philadelphia (William Lang, Senior Vice President) 100 North 6th Street, Philadelphia, Pennsylvania 19105-1521:

1. *Gregory M. Shepard*, Bradenton, Florida; to acquire voting shares of Donegal Group Inc., Marietta, Pennsylvania, and thereby indirectly acquire voting shares of Union Community Bank FSB, Lancaster, Pennsylvania.

B. Federal Reserve Bank of Richmond (Adam M. Drimer, Assistant Vice President) 701 East Byrd Street, Richmond, Virginia 23261-4528:

1. *Frank Brown Holding, Jr.*, Raleigh, North Carolina, individually and together with Olivia Britton Holding, Raleigh, North Carolina; Frank B. Holding, Sr., Smithfield, North Carolina; Ella Ann Holding, Smithfield, North Carolina; Hope Holding Connell, Raleigh, North Carolina; Carson Holding Brice, Raleigh, North Carolina; and Claire Holding Bristow, Columbia, South Carolina, as a group acting in concert, to retain voting shares of First Citizens BancShares, Inc., and thereby indirectly retain voting shares of First-Citizens Bank & Trust, both in Raleigh, North Carolina.

2. *Hope Holding Connell*, Raleigh, North Carolina, individually and together with Olivia Britton Holding, Raleigh, North Carolina; Frank B. Holding, Sr., Smithfield, North Carolina; Ella Ann Holding, Smithfield, North Carolina; Frank Brown Holding, Jr., Raleigh, North Carolina; Carson Holding Brice, Raleigh, North

Carolina; and Claire Holding Bristow, Columbia, South Carolina, as a group acting in concert, to retain voting shares of Southern BancShares (N.C.), Inc., and thereby indirectly retain voting shares of Southern Bank and Trust Company, both in Mount Olive, North Carolina.

3. *Olivia Britton Holding*, Raleigh, North Carolina, individually and together with Frank Brown Holding, Jr., Raleigh, North Carolina; Frank B. Holding, Sr., Smithfield, North Carolina; Ella Ann Holding, Smithfield, North Carolina; Hope Holding Connell, Raleigh, North Carolina; Carson Holding Brice, Raleigh, North Carolina; and Claire Holding Bristow, Columbia, South Carolina, as a group acting in concert, to retain voting shares of First Citizens BancShares, Inc., and thereby indirectly retain voting shares of First-Citizens Bank & Trust Company, both in Raleigh, North Carolina.

Board of Governors of the Federal Reserve System, April 30, 2013.

Margaret McCloskey Shanks,
Deputy Secretary of the Board.
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